



NORTHBROOK CORPORATION

RECORDATION NO. 14702 *AD*
Filed 1428

JUN 16 1987 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

Date 6/16/87
Fee \$ 100.00

ICC Washington, D. C.

June 9, 1987

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy of the Memorandum of Amendment to Management Contract, a secondary document under the Management Contract dated June 1, 1985.

The primary document to which this is connected is recorded under the Recordation Number 14702.

The names and addresses of the parties to the enclosed documents are:

Manager: Northbrook Corporation
2215 Sanders Road, Suite 370
Northbrook, IL 60062

Owner: Refco Management Services, Inc.
Suite 999
222 West Adams Street
Chicago, IL 60606

A general description of railroad equipment covered by the enclosed documents is as follows:

Ninety-Eight (98) Gondola Railcars

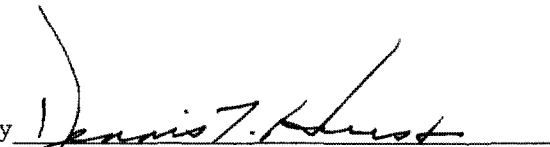
The original and all extra copies of the enclosed documents should be returned to Patricia Burg, Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

Also enclosed is a remittance in the amount of \$10.00 for recordation fees.

Mr. James H. Bayne
Interstate Commerce Commission
June 9, 1987
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I am an officer of Northbrook Corporation and have knowledge of the matters set forth herein.

Very truly yours,

By 
Dennis T. Hurst

pb/encl.

Sent via: Certified Mail/Return Receipt Requested

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INTERSTATE COMMERCE COMMISSION

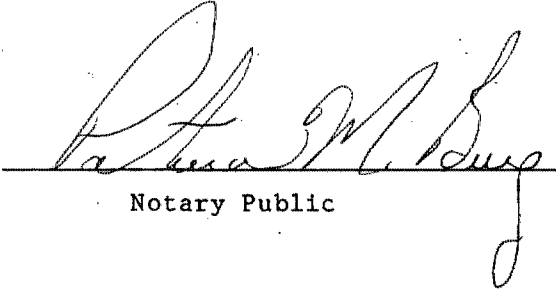
STATE OF ILLINOIS)

)

COUNTY OF COOK)

On this 9th day of June, 1987, I hereby certify that I have compared the attached copy of Memorandum of Amendment to Management Contract between Northbrook Corporation and Refco Management Services, Inc. dated June 3, 1987 with the original and have found the copy to be complete and identical in all respects to the original document.

(seal)


Notary Public

My Commission Expires Nov. 5, 1988

RECORDATION NO. 14702-D Filed 1425

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF
AMENDMENT TO MANAGEMENT CONTRACT

Dated as of June 1, 1985

Between

NORTHBROOK CORPORATION
("Manager")

AND

REFCO MANAGEMENT SERVICES, INC.
("Owner")

1981 1 1 10
1981 1 1 10

Memorandum of an Amendment to Management Contract, made and entered into as of June 1, 1985, by and between Refco Management Services, Inc. ("Owner") and Northbrook Corporation ("Manager").

WITNESSETH:

The term and certain other provisions are amended as mutually agreed by parties hereto.

In Witness Whereof, the parties hereto have caused this instrument to be signed and sealed as of 3rd day of June, 1987.

NORTHBROOK CORPORATION
("Manager")

By: Earl C. Truma

Title Vice President/General Mgr. -
Rail Division

REFCO MANAGEMENT SERVICES, INC.
("Owner")

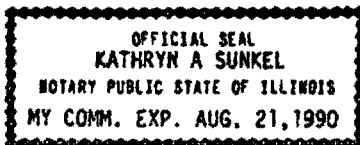
By: [Signature]

Title VP

STATE OF Illinois)
)
COUNTY OF Cook)

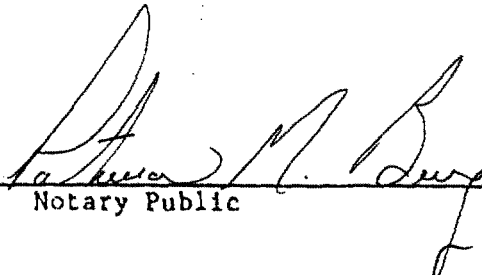
On this 3rd day of June, 1987, before me personally
appeared S. Ronald Stone, to me personally known, who, being by me
duly sworn, said that he/she is Vice President
of Refco Management Services, Inc., that the foregoing
instrument was signed on behalf of said corporation by proper authority
therefor, and he/she acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Kathryn A. Sunkel
Notary Public



STATE OF Illinois)
)
COUNTY OF Cook)

On this 3rd day of June, 1987, before me personally appeared Earl L. Freeman, to me personally known, who, being by me duly sworn, said that he/she is V.P./Gen. Mgr.-Rail Division of Northbrook Corporation, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires Nov. 5, 1988